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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE KLA-TENCOR CORP. SECURITIES
LITIGATION

) Master File No. C-06-04065-CRB

) CLASS ACTION

) **ORDER APPROVING PLAN OF
ALLOCATION**

THIS DOCUMENT RELATES ONLY TO:

Case No. 06-4065 CRB
Case No. 06-4709 CRB
Case No. 06-5225 CRB

1 This matter came before the Court for hearing pursuant to the Order Preliminarily
2 Approving Settlement and Providing for Notice ("Notice Order") dated June 5, 2008, on the
3 application of the parties for approval of the Settlement set forth in the Stipulation of Settlement
4 dated as of May 9, 2008 ("Stipulation") and for approval of the plan of allocation, by which the Net
5 Settlement Fund created pursuant to the Stipulation is to be allocated and distributed to the
6 authorized Members of the Settlement Class who submit approved Proof of Claim and Release
7 forms demonstrating they have approved Recognized Losses ("Plan of Allocation"). Due and
8 adequate notice of the Settlement and the Plan of Allocation ("Notice") having been given to the
9 Settlement Class as required in said Notice Order, and the Court having considered all papers filed
10 and proceedings had herein and otherwise being fully informed in the premises and good cause
11 appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

12 1. This Order incorporates by reference the definitions in the Stipulation, and all terms
13 used herein shall have the same meanings as set forth in the Stipulation and in the Final Judgment
14 and Order of Dismissal with Prejudice ("Final Judgment") unless otherwise set forth herein.

15 2. This Court has jurisdiction over the subject matter of the Litigation and over all
16 parties to the Litigation, including all Members of the Settlement Class.

17 3. "Settlement Class" shall mean the same as set forth in paragraph 3 of the Final
18 Judgment.

19 4. The Court hereby approves the Plan of Allocation and finds that:

20 (a) said Plan of Allocation is, in all respects, fair, reasonable and adequate and in
21 the best interest of the Settlement Class;

22 (b) there was no collusion in connection with the Plan of Allocation;

23 (c) the Plan of Allocation was the product of informed decisions by competent,
24 able counsel; and

25 (d) the record is sufficiently developed and complete to have enabled the Lead
26 Plaintiffs to have adequately evaluated and considered the Plan of Allocation.

27 5. Accordingly, the Court having authorized and directed implementation of all the
28 terms and provisions of the Stipulation in the Final Judgment, the Court finds that the Plan of

1 Allocation is fair, reasonable and adequate as to the Members of the Settlement Class, and that the
2 Plan of Allocation is hereby finally approved in all respects, and the Settling Parties are hereby
3 directed to perform its terms.

4 6. The Notice of Pendency and Proposed Settlement of Class Action and accompanying
5 Proof of Claim and release form (collectively the “Notice”) given to the Settlement Class was the
6 best notice practicable under the circumstances, including the individual notice to all Members of
7 the Settlement Class who could be identified through reasonable effort. Said notice provided the
8 best notice practicable under the circumstances of these proceedings and of the matters set forth
9 therein, including the proposed Plan of Allocation, to all Persons entitled to such notice, and said
10 notice fully satisfied the requirements of Federal Rule of Civil Procedure 23 and the requirements of
11 due process as well as the requirements of the Private Securities Litigation Reform Act. In addition,
12 the requirements of the Class Action Fairness Act, 28 U.S.C. § 1715, have been satisfied.

13 7. Consistent with, and without limiting the scope and effect of paragraph 14 of the
14 Final Judgment, neither the Notice nor the Plan of Allocation, nor any act performed or document
15 executed pursuant to or in furtherance of the Plan of Allocation: (a) is or may be deemed to be or
16 may be used as an admission of, or evidence of, the validity of any Settled Class Claims, or of any
17 wrongdoing or liability of the Defendants, or their respective Related Parties, or (b) is or may be
18 deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the
19 Released Persons in any civil, criminal or administrative proceeding in any court, administrative
20 agency or other tribunal.

21 8. Without affecting the finality of the Final Judgment in any way, this Court hereby
22 retains continuing jurisdiction over: (a) implementation of the Plan of Allocation and any award or
23 distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the
24 Settlement Fund; (c) hearing and determining applications for attorneys’ fees, interest and expenses
25 in the Litigation; (d) any award of expenses to Lead Plaintiffs; and (e) all parties hereto for the
26 purpose of construing, enforcing and administering the Stipulation or the Plan of Allocation.

